

Linda A. Heban, Esquire
Federal Trade Commission
Bureau of Competition
Pre-merger Notification Office
6th and Pennsylvania Avenue, N.W., Room 303
Washington, D.C. 20580

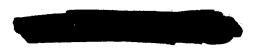
Re: Interco, Incorporated Acquisition of The Lane Company, Incorporated

Dear Ms. Heban:

This is to confirm the advice you rendered in our telephone conversation of yesterday and our prior conversation of December 19, 1986. In those conversations, I raised the following question.

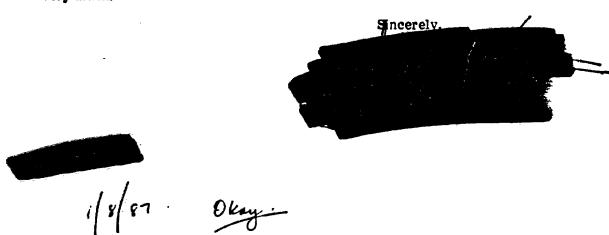
I asked whether, under these circumstances, a second Hart-Scott-Rodino Pre-merger Notification Form must be filed and whether the parties would be prevented from consummating the acquisition transaction during a second thirty-day waiting period that would presumably commence with the filing of the second Hart-Scott-Rodino Form.

Linda A. Heban, Esquire January 8, 1987 Page 2



You advised that as long as the reported tender offer was for fifty percent or more, or control of the company to be acquired, a second Hart-Scott-Rodino filing need not be made upon the reformation of that tender offer into an acquisition agreement between the same parties. Correspondingly, there is no additional waiting period; and, as far as Hart-Scott-Rodino reporting and waiting requirements are concerned, the acquisition by agreement rather than tender offer could take place on any date that suits the interests of the parties. You further advised that the Pre-merger Office prefers, but does not require, that a letter be sent to the Antitrust Division and the FTC reporting that the transaction has been reformed from a cash tender offer into an acquisition agreement. However, you confirmed that since this is not a requirement, there is no penalty for not making such a voluntary notification.

Please call me at your earliest convenience to confirm that this letter correctly describes the questions I presented and the advice you rendered. Thank you very much.



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